



The David J. Joseph Company

RECORDATION NO. 26364-A FILED

May 30, 2006

MAY 31 '06

1-00 PM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of May 24, 2006 between the following parties:

Lessee: Virginia Electric and Power Company
120 Tredegar Street
Richmond, VA 23219

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (110) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of May 24, 2006 related to one hundred ten (110) railcars bearing reporting marks: VAPX 7001 – 7110, inclusive.

Please file this agreement as a secondary document under the Recordation Number 26364-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 26364. The filing fee of \$34.00 for this document is included on the enclosed checkno. 580339. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

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**MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE**


SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 24th day of May, 2006, is intended to evidence the amendment dated as of May 24, 2006 (the "Amendment No. 1"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **VIRGINIA ELECTRIC AND POWER COMPANY**, a Virginia public service corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred ten (110) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

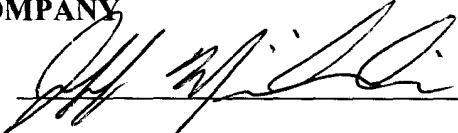
FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on May 26, 2006 with Recordation No. 26364. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 26364 -A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: 
Name: Everett N. Martin
Title: Asst. Secretary

**VIRGINIA ELECTRIC AND POWER
COMPANY**

By: 
Name: Jeff Miscikowski
Title: Authorized Representative ps
DMS

STATE OF OHIO

COUNTY OF HAMILTON

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) SS:
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The foregoing instrument was acknowledged before me this 30th day of may, 2006, by Everett W. Martin, the Asst Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Virginia
COUNTY OF Richmond

)
) SS:
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The foregoing instrument was acknowledged before me this 26th day of May, 2006, by Jeff Miscikowski, the Authorized Representative of Virginia Electric and Power Company, a Virginia public service corporation, on behalf of the corporation.

Michelle J. Howard
Notary Public

My Commission expires:

February 29th, 2008

EXHIBIT A

To the Memorandum of Amendment No. 1 dated May 24, 2006, between The David J. Joseph Company and Virginia Electric and Power Company.

DESCRIPTION OF UNITS

One hundred ten (110) railcars bearing reporting marks:

VAPX 7001 – 7110, inclusive.